

is GRANTED IN PART and DENIED IN PART as more specifically set forth below;

IT IS ORDERED that Professor Spindler may not give expert testimony in the form of legal conclusions that would invade the province of the Court (and specifically, testimony that defendants' breached their fiduciary duties or that a party's conduct constituted a breach of contract); provided, however, this ruling shall not preclude Professor Spindler from giving testimony concerning standards, customs, corporate governance principles, and industry practice (including what corporate directors and officers typically do to satisfy their duties to the LLC or corporation they serve). Nor shall this ruling preclude Professor Spindler from testifying concerning the customary understanding of the term "advance" as it appears in the relevant contract documents, nor shall it preclude him from testifying concerning standards in the industry that apply under applicable tax law;

IT IS FURTHER ORDERED that Professor Spindler may testify concerning questions of solvency and insolvency in reliance on Mr. Solomon's testimony insofar as they are relevant to the matters about which he will give testimony;

IT IS FURTHER ORDERED that Professor Spindler may rely upon the expert testimony of Saul Solomon in the course of giving testimony;

IT IS FURTHER ORDERED that the foregoing rulings are made without prejudice to any party's right to seek additional or different rulings relating to Professor Spindler's anticipated testimony either at trial or prior to trial through an appropriate motion in limine; and

IT IS FINALLY ORDERED that all relief sought in the motion not expressly granted herein is DENIED.

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ORDER PREPARED AND SUBMITTED BY:

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